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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 26, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 18816-ww FILED

FEB 26 '03 7-20 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of Supplement No. 3, dated as of February 26, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Loan, Chattel Mortgage and Security Agreement previously filed with the Commission under Recordation Number 18816-SS.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Secured Party: Citibank, N.A.
335 Madison Avenue
New York, New York 10017

A description of the railroad equipment covered by the enclosed document is:

- (a) 95 railcars ADDED to the Security Agreement bearing SHPX reporting marks and road numbers; and
- (b) 84 railcars DELETED from the Security Agreement bearing SHPX reporting marks and road numbers.

Mr. Vernon A. Williams
February 26, 2003
Page Two

A short summary of the document to appear in the index follows:

Supplement No. 3 to Security Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

SCHEDULE A-1

[SCHEDULE OF REPLACEMENT UNITS]

Lessee	Contract	Rptg Mark	Car Number
COOPER NATURAL RESOURCES	7950	SHPX	432578
COOPER NATURAL RESOURCES	7950	SHPX	432581
COOPER NATURAL RESOURCES	7950	SHPX	432582
COOPER NATURAL RESOURCES	7950	SHPX	432583
COOPER NATURAL RESOURCES	7950	SHPX	432585
COOPER NATURAL RESOURCES	7950	SHPX	432586
COOPER NATURAL RESOURCES	7950	SHPX	432587
COOPER NATURAL RESOURCES	7950	SHPX	432588
COOPER NATURAL RESOURCES	7950	SHPX	432589
COOPER NATURAL RESOURCES	7950	SHPX	432591
COOPER NATURAL RESOURCES	7950	SHPX	432594
COOPER NATURAL RESOURCES	7950	SHPX	432595
COOPER NATURAL RESOURCES	7950	SHPX	432596
COOPER NATURAL RESOURCES	7950	SHPX	432597
COOPER NATURAL RESOURCES	7950	SHPX	432598
COOPER NATURAL RESOURCES	7950	SHPX	432599
COOPER NATURAL RESOURCES	7950	SHPX	432604
COOPER NATURAL RESOURCES	7950	SHPX	432614
EAGLEBROOK INDUSTRIES	7937	SHPX	205866
EAGLEBROOK INDUSTRIES	7937	SHPX	205867
EAGLEBROOK INDUSTRIES	7937	SHPX	205870
EAGLEBROOK INDUSTRIES	7937	SHPX	205886
EAGLEBROOK INDUSTRIES	7937	SHPX	205890
EAGLEBROOK INDUSTRIES	7937	SHPX	205892
EAGLEBROOK INDUSTRIES	7937	SHPX	205893
EAGLEBROOK INDUSTRIES	7937	SHPX	205894
EAGLEBROOK INDUSTRIES	7937	SHPX	205895
ETHANOL PRODUCTS	79470002	SHPX	205932
NEXEN CHEMICAL	63040024	SHPX	432333
NEXEN CHEMICAL	63040024	SHPX	432339
NEXEN CHEMICAL	63040024	SHPX	432341
NEXEN CHEMICAL	63040024	SHPX	432342
NEXEN CHEMICAL	63040024	SHPX	432346
NEXEN CHEMICAL	63040024	SHPX	432347
NEXEN CHEMICAL	63040024	SHPX	432348
NEXEN CHEMICAL	63040024	SHPX	432349
NEXEN CHEMICAL	63040024	SHPX	432350
NEXEN CHEMICAL	63040024	SHPX	432351
NEXEN CHEMICAL	63040024	SHPX	432352
NEXEN CHEMICAL	63040024	SHPX	432353
NEXEN CHEMICAL	63040024	SHPX	432354
NEXEN CHEMICAL	63040024	SHPX	432355
PCI CHEMICAL CANADA	52920031	SHPX	240418
PCI CHEMICAL CANADA	52920031	SHPX	240419
PCI CHEMICAL CANADA	52920031	SHPX	240420
PCI CHEMICAL CANADA	52920031	SHPX	240421
PCI CHEMICAL CANADA	52920031	SHPX	240422
PCI CHEMICAL CANADA	52920031	SHPX	240423
PCI CHEMICAL CANADA	52920031	SHPX	240424
PCI CHEMICAL CANADA	52920031	SHPX	240425

Lessee	Contract	Rptg Mark	Car Number
PCI CHEMICAL CANADA	52920031	SHPX	240426
PCI CHEMICAL CANADA	52920031	SHPX	240427
PCI CHEMICAL CANADA	52920031	SHPX	240428
PCI CHEMICAL CANADA	52920031	SHPX	240429
PCI CHEMICAL CANADA	52920031	SHPX	240430
PCI CHEMICAL CANADA	52920031	SHPX	240431
PCI CHEMICAL CANADA	52920031	SHPX	240432
PCI CHEMICAL CANADA	52920031	SHPX	240433
PCI CHEMICAL CANADA	52920031	SHPX	240434
PCI CHEMICAL CANADA	52920031	SHPX	240435
PCI CHEMICAL CANADA	52920031	SHPX	240436
PCI CHEMICAL CANADA	52920031	SHPX	240437
PCI CHEMICAL CANADA	52920031	SHPX	240438
PCI CHEMICAL CANADA	52920031	SHPX	240439
PCI CHEMICAL CANADA	52920031	SHPX	240440
PCI CHEMICAL CANADA	52920031	SHPX	240441
PIONEER AMERICAS	46990032	SHPX	205712
PIONEER AMERICAS	46990032	SHPX	205713
PIONEER AMERICAS	46990032	SHPX	205714
PIONEER AMERICAS	46990032	SHPX	205715
PIONEER AMERICAS	46990032	SHPX	205716
PIONEER AMERICAS	46990032	SHPX	205717
PIONEER AMERICAS	46990032	SHPX	205718
PIONEER AMERICAS	46990032	SHPX	205719
PIONEER AMERICAS	46990032	SHPX	205720
PIONEER AMERICAS	46990032	SHPX	205721
PIONEER AMERICAS	46990032	SHPX	205722
PIONEER AMERICAS	46990032	SHPX	205723
PIONEER AMERICAS	46990032	SHPX	205724
PIONEER AMERICAS	46990032	SHPX	205725
PIONEER AMERICAS	46990032	SHPX	205726
PIONEER AMERICAS	46990032	SHPX	205727
PIONEER AMERICAS	46990032	SHPX	205728
PIONEER AMERICAS	46990032	SHPX	205729
PIONEER AMERICAS	46990032	SHPX	205730
PIONEER AMERICAS	46990032	SHPX	205731
PIONEER AMERICAS	46990032	SHPX	205732
PIONEER AMERICAS	46990032	SHPX	205733
PIONEER AMERICAS	46990032	SHPX	205734
PIONEER AMERICAS	46990032	SHPX	205735
PIONEER AMERICAS	46990032	SHPX	205736
PIONEER AMERICAS	46990032	SHPX	205737
PIONEER AMERICAS	46990032	SHPX	205738
PIONEER AMERICAS	46990032	SHPX	205739
PIONEER AMERICAS	46990032	SHPX	205740

95 Cars

SCHEDULE A-2

[SCHEDULE OF RELEASED EQUIPMENT]

Lessee	Contract	Rptg Mark	Car Number
BUNGE NORTH AMERICA, IN	75850011	SHPX	43974
BUNGE NORTH AMERICA, IN	75850011	SHPX	43975
BUNGE NORTH AMERICA, IN	75850011	SHPX	43976
BUNGE NORTH AMERICA, IN	75850011	SHPX	43977
BUNGE NORTH AMERICA, IN	75850011	SHPX	43978
BUNGE NORTH AMERICA, IN	75850011	SHPX	43979
EXXONMOBIL CHEMICAL	79630001	SHPX	221526
EXXONMOBIL CHEMICAL	79630001	SHPX	221527
EXXONMOBIL CHEMICAL	79630001	SHPX	221528
EXXONMOBIL CHEMICAL	79630001	SHPX	221529
EXXONMOBIL CHEMICAL	79630001	SHPX	221530
EXXONMOBIL CHEMICAL	79630001	SHPX	221531
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205768
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205769
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205770
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205771
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205772
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205773
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205774
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205775
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205776
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205777
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205778
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205779
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205780
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205781
NEXEN CHEMICALS	63040024	SHPX	432284
NEXEN CHEMICALS	63040024	SHPX	432285
NEXEN CHEMICALS	63040024	SHPX	432286
NEXEN CHEMICALS	63040024	SHPX	432287
NEXEN CHEMICALS	63040024	SHPX	432288
NEXEN CHEMICALS	63040024	SHPX	432289
NEXEN CHEMICALS	63040024	SHPX	432290
NEXEN CHEMICALS	63040024	SHPX	432291
NEXEN CHEMICALS	63040024	SHPX	432292
NEXEN CHEMICALS	63040024	SHPX	432293
NEXEN CHEMICALS	63040024	SHPX	432294
NEXEN CHEMICALS	63040024	SHPX	432295
NEXEN CHEMICALS	63040024	SHPX	432296
NEXEN CHEMICALS	63040024	SHPX	432297
NEXEN CHEMICALS	63040024	SHPX	432298
NEXEN CHEMICALS	63040024	SHPX	432299
NEXEN CHEMICALS	63040024	SHPX	432300
NEXEN CHEMICALS	63040024	SHPX	432301
NEXEN CHEMICALS	63040024	SHPX	432302
NEXEN CHEMICALS	63040024	SHPX	432303
NEXEN CHEMICALS	63040024	SHPX	432304
NEXEN CHEMICALS	63040024	SHPX	432305
NEXEN CHEMICALS	63040024	SHPX	432306
NEXEN CHEMICALS	63040024	SHPX	432307

Lessee	Contract	Rptg Mark	Car Number
NEXEN CHEMICALS	63040024	SHPX	432308
NEXEN CHEMICALS	63040024	SHPX	432309
NEXEN CHEMICALS	63040024	SHPX	432310
NEXEN CHEMICALS	63040024	SHPX	432311
NEXEN CHEMICALS	63040024	SHPX	432312
NEXEN CHEMICALS	63040024	SHPX	432313
NEXEN CHEMICALS	63040024	SHPX	432314
NEXEN CHEMICALS	63040024	SHPX	432315
NEXEN CHEMICALS	63040024	SHPX	432316
NEXEN CHEMICALS	63040024	SHPX	432317
NEXEN CHEMICALS	63040024	SHPX	432318
NEXEN CHEMICALS	63040024	SHPX	432319
NEXEN CHEMICALS	63040024	SHPX	432320
NEXEN CHEMICALS	63040024	SHPX	432321
NEXEN CHEMICALS	63040024	SHPX	432322
NEXEN CHEMICALS	63040024	SHPX	432323
NEXEN CHEMICALS	63040024	SHPX	432324
NEXEN CHEMICALS	63040024	SHPX	432325
NEXEN CHEMICALS	63040024	SHPX	432326
NEXEN CHEMICALS	63040024	SHPX	432327
NEXEN CHEMICALS	63040024	SHPX	432328
NEXEN CHEMICALS	63040024	SHPX	432329
NEXEN CHEMICALS	63040024	SHPX	432330
NEXEN CHEMICALS	63040024	SHPX	432331
NEXEN CHEMICALS	63040024	SHPX	432332
NEXEN CHEMICALS	63040024	SHPX	432334
NEXEN CHEMICALS	63040024	SHPX	432335
NEXEN CHEMICALS	63040024	SHPX	432336
NEXEN CHEMICALS	63040024	SHPX	432337
NEXEN CHEMICALS	63040024	SHPX	432338
NEXEN CHEMICALS	63040024	SHPX	432340
NEXEN CHEMICALS	63040024	SHPX	432343
NEXEN CHEMICALS	63040024	SHPX	432344
NEXEN CHEMICALS	63040024	SHPX	432345

84 Cars

SUPPLEMENT NO. 3 DATED AS OF FEBRUARY 26, 2003
TO
AMENDED AND RESTATED LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED AS OF NOVEMBER 19, 2002
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
CITIBANK, N.A. ("SECURED PARTY")

RECORDATION NO. 18816-WW FILED
FEB 26 '03 7-20 AM
SURFACE TRANSPORTATION BOARD

WHEREAS, Debtor and the Secured Party entered into a certain Amended and Restated Loan, Chattel Mortgage and Security Agreement dated as of November 19, 2002 (as amended and supplemented through the date hereof, the "Loan Agreement") pursuant to which the Secured Party agreed to lend certain sums to the Debtor (the "Loans"); and it is a condition precedent to the obligation of the Secured Party to make additional Loans to the Debtor that the Debtor execute and deliver to the Secured Party this Supplement to the Loan Agreement (the "Supplement"); and

WHEREAS, a memorandum of the Loan Agreement was recorded on November 19, 2002 with the Surface Transportation Board, Recordation No. 18816-SS, and with the Registrar General of Canada, Recordation No. 14374.

1. Definitions. Except as otherwise defined in this Supplement, terms defined in the Loan Agreement or by reference therein are used herein as defined therein.

2. Supplements. The Loan Agreement shall be amended and supplemented as follows:

(a) The Debtor hereby assigns, mortgages, pledges, hypothecates, transfers and sets over to the Secured Party and grants the Secured Party a first priority lien on and security interest in all of the Debtor's right, title and interest in and to the Equipment and Leases (but only to the extent relating to the Equipment) more fully described on Schedule A-1 hereto and agrees that such Equipment and Leases (but only to the extent relating to the Equipment) shall constitute Collateral subject to the grant of security by the Debtor set forth in Section 4 of the Loan Agreement. Schedule A to the Loan Agreement shall be amended and supplemented by Schedule A-1 hereto to include the Equipment and the Leases more fully described on Schedule A-1 hereto and Schedule A-1 hereto shall be deemed to be an addition to and part of Schedule A to the Loan Agreement. Each reference to Schedule A in the Loan Agreement shall be deemed to be a reference to Schedule A as amended and supplemented by Schedule A-1 hereto, and each reference to the Equipment or Leases in the Loan Agreement shall be deemed to include the Equipment and the Leases (but only to the extent relating to the Equipment) described on Schedule A-1 hereto.

(b) Schedule A to the Loan Agreement shall be amended further by deleting therefrom the Equipment and the Leases (but only to the extent relating to the Equipment) more fully described on Schedule A-2 hereto. Each reference to Schedule A in the Loan Agreement shall be deemed to be a reference to Schedule A as amended by Schedule A-2 hereto, and each

reference to the Equipment or Leases in the Loan Agreement shall no longer include the Equipment and the Leases (but only to the extent relating to the Equipment) described on Schedule A-2 hereto.

3. Release. The Secured Party hereby releases, and terminates its security interest in, and all of its right, title and interest in and to, the following Collateral:

(a) all railroad tank cars and covered hopper cars described on Schedule A-2 attached hereto (the "Released Equipment"), together with all accessories, equipment, parts and appurtenances appertaining or attached to the Released Equipment, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to, or proceeds of, any and all of said Released Equipment, together with all the records, rents, mileage credits earned, issues, income, profits, avails and other proceeds (including insurance proceeds) therefrom;

(b) all right, title, interest, claims and demands of the Debtor in, to and under each and every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases) entered into relating to the Released Equipment (each such lease being an "Equipment Lease"), including any extensions of the term of every such Equipment Lease, all of Debtor's rights under any such Equipment Lease to make determinations, to exercise any election (including, but not limited to, election of remedies) or option or to give or receive any notice, consent, waiver or approval together with full power and authority with respect to any such Equipment Lease to demand, receive, enforce, collect or give receipt for any of the foregoing rights or any property which is the subject of any of such Equipment Leases, to enforce or execute any checks, or other instruments or orders, to file any claims and to take any action which may be necessary or advisable in connection with any of the foregoing insofar as such rights relate to the Released Equipment which is subject to such Equipment Leases, all records related to such Equipment Leases, whether as contractual obligations, damages, casualty payments, insurance proceeds or otherwise to the extent such payments are derived from the Released Equipment, including any mileage credits associated therewith;

(c) all documents evidencing, and all books and records relating to, the foregoing (including but not limited to, all computer programs, data, disks, tapes, media and printouts where the foregoing is stored or embodied, wherever located);

(d) all cash and non-cash proceeds of the foregoing, all proceeds from insurance on any of the foregoing, all additions and accessions to and replacements and substitutions for any of the foregoing, everything that has become (or is held for the purpose of being) affixed to or installed in any of the foregoing, and all products, income and profits of or from the foregoing; and

(e) all products and proceeds of any of the foregoing.

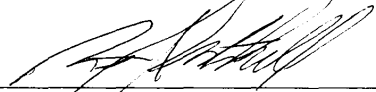
4. Ratification. Except as expressly amended and supplemented hereby, the Loan Agreement is and shall remain in full force and effect and is hereby ratified, approved and confirmed in all respects, and no amendment or supplement in respect of any term or condition of the Loan Agreement shall be deemed to be an amendment or supplement in respect of any other term or condition contained in the Loan Agreement or any other Loan document.

5. Counterparts. This Supplement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this Supplement by signing any such counterpart.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the date first set forth above.

ACF INDUSTRIES, INCORPORATED

By: 
Name: Robert J. Mitchell
Title: Senior Vice President-Finance

CITIBANK, N.A.

By: _____
Name:
Title:

[Signature Page to Supplement No. 3]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the date first set forth above.

ACF INDUSTRIES, INCORPORATED

By: _____
Name: Robert J. Mitchell
Title: Senior Vice President-Finance

CITIBANK, N.A.

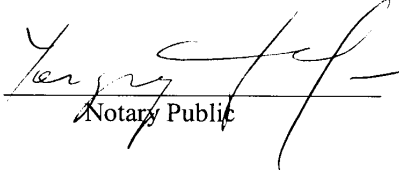
By: Anthony V. Pantina
Name: Anthony V. Pantina
Title: Vice President

[Signature Page to Supplement No. 3]

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 21st day of February, 2003, before me, personally appeared Robert J. Mitchell, to me known, who being by me duly sworn, says that he resides in Nassau county, New York and is Senior Vice President of Finance of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

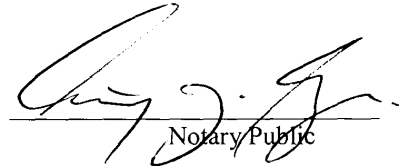
YEUGENY FUNDLER
Notary Public State of New York
No. 02F06046929
Qualified in New York County
Commission Expires August 21, 2006



Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 20 day of February, 2003, before me, personally appeared Anthony V. Pantina, to me known, who being by me duly sworn, says that he resides in Queens County, NY and is Vice President of CITIBANK, N.A; that said instrument was signed on behalf of said bank on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.


Notary Public

Notary Public, State of New York
Queens County
Commission Expires January 31, 2006

SCHEDULE A-1

[SCHEDULE OF REPLACEMENT UNITS]

Lessee	Contract	Rptg Mark	Car Number
COOPER NATURAL RESOURCES	7950	SHPX	432578
COOPER NATURAL RESOURCES	7950	SHPX	432581
COOPER NATURAL RESOURCES	7950	SHPX	432582
COOPER NATURAL RESOURCES	7950	SHPX	432583
COOPER NATURAL RESOURCES	7950	SHPX	432585
COOPER NATURAL RESOURCES	7950	SHPX	432586
COOPER NATURAL RESOURCES	7950	SHPX	432587
COOPER NATURAL RESOURCES	7950	SHPX	432588
COOPER NATURAL RESOURCES	7950	SHPX	432589
COOPER NATURAL RESOURCES	7950	SHPX	432591
COOPER NATURAL RESOURCES	7950	SHPX	432594
COOPER NATURAL RESOURCES	7950	SHPX	432595
COOPER NATURAL RESOURCES	7950	SHPX	432596
COOPER NATURAL RESOURCES	7950	SHPX	432597
COOPER NATURAL RESOURCES	7950	SHPX	432598
COOPER NATURAL RESOURCES	7950	SHPX	432599
COOPER NATURAL RESOURCES	7950	SHPX	432604
COOPER NATURAL RESOURCES	7950	SHPX	432614
EAGLEBROOK INDUSTRIES	7937	SHPX	205866
EAGLEBROOK INDUSTRIES	7937	SHPX	205867
EAGLEBROOK INDUSTRIES	7937	SHPX	205870
EAGLEBROOK INDUSTRIES	7937	SHPX	205886
EAGLEBROOK INDUSTRIES	7937	SHPX	205890
EAGLEBROOK INDUSTRIES	7937	SHPX	205892
EAGLEBROOK INDUSTRIES	7937	SHPX	205893
EAGLEBROOK INDUSTRIES	7937	SHPX	205894
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NEXEN CHEMICAL	63040024	SHPX	432342
NEXEN CHEMICAL	63040024	SHPX	432346
NEXEN CHEMICAL	63040024	SHPX	432347
NEXEN CHEMICAL	63040024	SHPX	432348
NEXEN CHEMICAL	63040024	SHPX	432349
NEXEN CHEMICAL	63040024	SHPX	432350
NEXEN CHEMICAL	63040024	SHPX	432351
NEXEN CHEMICAL	63040024	SHPX	432352
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NEXEN CHEMICAL	63040024	SHPX	432354
NEXEN CHEMICAL	63040024	SHPX	432355
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PCI CHEMICAL CANADA	52920031	SHPX	240419
PCI CHEMICAL CANADA	52920031	SHPX	240420
PCI CHEMICAL CANADA	52920031	SHPX	240421
PCI CHEMICAL CANADA	52920031	SHPX	240422
PCI CHEMICAL CANADA	52920031	SHPX	240423
PCI CHEMICAL CANADA	52920031	SHPX	240424
PCI CHEMICAL CANADA	52920031	SHPX	240425

Lessee	Contract	Rptg Mark	Car Number
PCI CHEMICAL CANADA	52920031	SHPX	240426
PCI CHEMICAL CANADA	52920031	SHPX	240427
PCI CHEMICAL CANADA	52920031	SHPX	240428
PCI CHEMICAL CANADA	52920031	SHPX	240429
PCI CHEMICAL CANADA	52920031	SHPX	240430
PCI CHEMICAL CANADA	52920031	SHPX	240431
PCI CHEMICAL CANADA	52920031	SHPX	240432
PCI CHEMICAL CANADA	52920031	SHPX	240433
PCI CHEMICAL CANADA	52920031	SHPX	240434
PCI CHEMICAL CANADA	52920031	SHPX	240435
PCI CHEMICAL CANADA	52920031	SHPX	240436
PCI CHEMICAL CANADA	52920031	SHPX	240437
PCI CHEMICAL CANADA	52920031	SHPX	240438
PCI CHEMICAL CANADA	52920031	SHPX	240439
PCI CHEMICAL CANADA	52920031	SHPX	240440
PCI CHEMICAL CANADA	52920031	SHPX	240441
PIONEER AMERICAS	46990032	SHPX	205712
PIONEER AMERICAS	46990032	SHPX	205713
PIONEER AMERICAS	46990032	SHPX	205714
PIONEER AMERICAS	46990032	SHPX	205715
PIONEER AMERICAS	46990032	SHPX	205716
PIONEER AMERICAS	46990032	SHPX	205717
PIONEER AMERICAS	46990032	SHPX	205718
PIONEER AMERICAS	46990032	SHPX	205719
PIONEER AMERICAS	46990032	SHPX	205720
PIONEER AMERICAS	46990032	SHPX	205721
PIONEER AMERICAS	46990032	SHPX	205722
PIONEER AMERICAS	46990032	SHPX	205723
PIONEER AMERICAS	46990032	SHPX	205724
PIONEER AMERICAS	46990032	SHPX	205725
PIONEER AMERICAS	46990032	SHPX	205726
PIONEER AMERICAS	46990032	SHPX	205727
PIONEER AMERICAS	46990032	SHPX	205728
PIONEER AMERICAS	46990032	SHPX	205729
PIONEER AMERICAS	46990032	SHPX	205730
PIONEER AMERICAS	46990032	SHPX	205731
PIONEER AMERICAS	46990032	SHPX	205732
PIONEER AMERICAS	46990032	SHPX	205733
PIONEER AMERICAS	46990032	SHPX	205734
PIONEER AMERICAS	46990032	SHPX	205735
PIONEER AMERICAS	46990032	SHPX	205736
PIONEER AMERICAS	46990032	SHPX	205737
PIONEER AMERICAS	46990032	SHPX	205738
PIONEER AMERICAS	46990032	SHPX	205739
PIONEER AMERICAS	46990032	SHPX	205740

95 Cars

SCHEDULE A-2

[SCHEDULE OF RELEASED EQUIPMENT]

Lessee	Contract	Rptg Mark	Car Number
BUNGE NORTH AMERICA, IN	75850011	SHPX	43974
BUNGE NORTH AMERICA, IN	75850011	SHPX	43975
BUNGE NORTH AMERICA, IN	75850011	SHPX	43976
BUNGE NORTH AMERICA, IN	75850011	SHPX	43977
BUNGE NORTH AMERICA, IN	75850011	SHPX	43978
BUNGE NORTH AMERICA, IN	75850011	SHPX	43979
EXXONMOBIL CHEMICAL	79630001	SHPX	221526
EXXONMOBIL CHEMICAL	79630001	SHPX	221527
EXXONMOBIL CHEMICAL	79630001	SHPX	221528
EXXONMOBIL CHEMICAL	79630001	SHPX	221529
EXXONMOBIL CHEMICAL	79630001	SHPX	221530
EXXONMOBIL CHEMICAL	79630001	SHPX	221531
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205768
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205769
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205770
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205771
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205772
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205773
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205774
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205775
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205776
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205777
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205778
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205779
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205780
KERR MCGEE CHEMICAL LLC	78590002	SHPX	205781
NEXEN CHEMICALS	63040024	SHPX	432284
NEXEN CHEMICALS	63040024	SHPX	432285
NEXEN CHEMICALS	63040024	SHPX	432286
NEXEN CHEMICALS	63040024	SHPX	432287
NEXEN CHEMICALS	63040024	SHPX	432288
NEXEN CHEMICALS	63040024	SHPX	432289
NEXEN CHEMICALS	63040024	SHPX	432290
NEXEN CHEMICALS	63040024	SHPX	432291
NEXEN CHEMICALS	63040024	SHPX	432292
NEXEN CHEMICALS	63040024	SHPX	432293
NEXEN CHEMICALS	63040024	SHPX	432294
NEXEN CHEMICALS	63040024	SHPX	432295
NEXEN CHEMICALS	63040024	SHPX	432296
NEXEN CHEMICALS	63040024	SHPX	432297
NEXEN CHEMICALS	63040024	SHPX	432298
NEXEN CHEMICALS	63040024	SHPX	432299
NEXEN CHEMICALS	63040024	SHPX	432300
NEXEN CHEMICALS	63040024	SHPX	432301
NEXEN CHEMICALS	63040024	SHPX	432302
NEXEN CHEMICALS	63040024	SHPX	432303
NEXEN CHEMICALS	63040024	SHPX	432304
NEXEN CHEMICALS	63040024	SHPX	432305
NEXEN CHEMICALS	63040024	SHPX	432306
NEXEN CHEMICALS	63040024	SHPX	432307

Lessee	Contract	Rptg Mark	Car Number
NEXEN CHEMICALS	63040024	SHPX	432308
NEXEN CHEMICALS	63040024	SHPX	432309
NEXEN CHEMICALS	63040024	SHPX	432310
NEXEN CHEMICALS	63040024	SHPX	432311
NEXEN CHEMICALS	63040024	SHPX	432312
NEXEN CHEMICALS	63040024	SHPX	432313
NEXEN CHEMICALS	63040024	SHPX	432314
NEXEN CHEMICALS	63040024	SHPX	432315
NEXEN CHEMICALS	63040024	SHPX	432316
NEXEN CHEMICALS	63040024	SHPX	432317
NEXEN CHEMICALS	63040024	SHPX	432318
NEXEN CHEMICALS	63040024	SHPX	432319
NEXEN CHEMICALS	63040024	SHPX	432320
NEXEN CHEMICALS	63040024	SHPX	432321
NEXEN CHEMICALS	63040024	SHPX	432322
NEXEN CHEMICALS	63040024	SHPX	432323
NEXEN CHEMICALS	63040024	SHPX	432324
NEXEN CHEMICALS	63040024	SHPX	432325
NEXEN CHEMICALS	63040024	SHPX	432326
NEXEN CHEMICALS	63040024	SHPX	432327
NEXEN CHEMICALS	63040024	SHPX	432328
NEXEN CHEMICALS	63040024	SHPX	432329
NEXEN CHEMICALS	63040024	SHPX	432330
NEXEN CHEMICALS	63040024	SHPX	432331
NEXEN CHEMICALS	63040024	SHPX	432332
NEXEN CHEMICALS	63040024	SHPX	432334
NEXEN CHEMICALS	63040024	SHPX	432335
NEXEN CHEMICALS	63040024	SHPX	432336
NEXEN CHEMICALS	63040024	SHPX	432337
NEXEN CHEMICALS	63040024	SHPX	432338
NEXEN CHEMICALS	63040024	SHPX	432340
NEXEN CHEMICALS	63040024	SHPX	432343
NEXEN CHEMICALS	63040024	SHPX	432344
NEXEN CHEMICALS	63040024	SHPX	432345

84 Cars